

EXHIBIT D

Share Subscription Agreement


No: 130925

Party A: Hoifu Petroleum Group Limited (hereinafter referred to as "Party A")
Representative: Mr Patrick Tsang

Party B: Mr Neil Mallon Bush (hereinafter referred to as "Party B")

Through amicable consultation between Party A and Party B regarding Party B's proposal put forward to Party A for Party B to purchase the option to acquire 1% shareholding of Madagascar Southern Petroleum Company Limited (hereinafter referred to as "Madagascar Southern Petroleum"), a subsidiary wholly owned by Party A, in a consideration of USD13,600,000.00, and the option shall be valid for 6 months from 23 October 2013 up to 22 April 2014, both Party A and Party B have reached a consensus on the rights, conditions and obligations in relation to the option. Both Party A and Party B agree to sign and execute this Agreement in the following terms:-

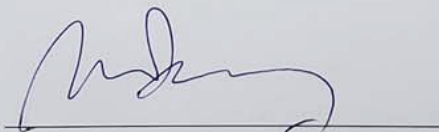
- (1) Party A holds 100% shareholding of Madagascar Southern Petroleum. At present, Madagascar Southern Petroleum owns the oil and gas field block 3112 in Madagascar with an area of 9,290 square kilometers, the right to explore, exploit and manage petroleum and natural gas and the profit sharing right stipulated in the contract granted by the *Office of National Mines and Strategic Industries of Madagascar* (OMNIS).
- (2) Upon the request of Party B, Party A agrees to grant the option to purchase 1% of the shares of Madagascar Southern Petroleum to Party B. Both Party A and Party B agree that the total consideration for the acquisition of the option to purchase 1% of the shares of Madagascar Southern Petroleum granted by Party A shall be USD\$13,600,000.00, which was calculated based on the value of 1/3 of the total value of 1% of the oil and gas field block 3112 in its present condition valued at USD\$4.1 billion valued by the China University of Petroleum and a number of renowned petroleum evaluation experts.
- (3) Both Party A and Party B agree that the transaction shall be completed on 22 April 2014 or within the time prescribed in this Agreement, after the signing of

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this Agreement. If the time prescribed in this Agreement has expired and Party B has not yet finished payment of the agreed sum for the completion of the agreed transaction in relation to the relevant shareholding, this Agreement will be automatically invalidated.

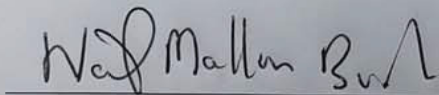
- (4) Party A agrees that Party B can, within the prescribed time, promote and sell the option to purchase 1% shareholding of Madagascar Southern Petroleum which Party B is entitled to acquire to other enterprises or individual investors at a selling price which is the same as the said consideration. If Party B can successfully sell the option at a price higher than the said consideration, Party B is entitled to receive the difference in price.
- (5) Within the said effective period, if there is any other investor who is procured by other agency to acquire the option to purchase 1% shareholding of Madagascar Southern Petroleum which Party B is entitled to acquire and has completed the transaction, Party B shall pay the agency fee to the agency and Party B shall be entitled to receive the difference.
- (6) This Agreement is made in duplicate. Each party shall hold one copy and each copy shall have the same legal effect.

Party A: Hoifu Petroleum Group Limited



Signature of the Representative
Mr Patrick Tsang

Party B: Mr Neil Mallon Bush



Time of Signing the Agreement: 23 September 2013

Place of Signing the Agreement: Hong Kong

Forwarded Conversation

Subject:

From: Neil Bush <nmbush@gmail.com>
Date: Tue, Aug 9, 2016 at 7:49 PM
To: Tristan Hon <tristan.hon@gmail.com>

I assume that the payment has hit a snafu. Any updates?

From: Tristan Hon <tristan.hon@gmail.com>
Date: Tue, Aug 9, 2016 at 8:34 PM
To: Neil Bush <nmbush@gmail.com>

Dear Neil

It should be very soon. I will check with Dr Hui again.

Best Regards,
Tristan Hon
Assistant to Honorary Consul
Consulat De Madagascar A Hong Kong
Tel (852) 2587 8223

On 10 Aug 2016, at 8:49 AM, Neil Bush <nmbush@gmail.com> wrote:

I assume that the payment has hit a snafu. Any updates?

From: **Neil Bush** <nmbush@gmail.com>
Date: Thu, Aug 11, 2016 at 12:12 PM
To: Tristan Hon <tristan.hon@gmail.com>

Is the arrangement with Ruja moving forward?

Neil Mallon Bush
50 Briar Hollow Lane, 200E
Houston, TX 77027 USA

+1 832 423 8474 Mobile
nmbush@gmail.com

From: **Tristan Hon** <tristan.hon@gmail.com>
Date: Thu, Aug 11, 2016 at 8:07 PM
To: Neil Bush <nmbush@gmail.com>

Dear Neil

Once I have any updates I will let you know about it. And also the payment to you.

Best Regards,
Tristan Hon
Assistant to Honorary Consul
Consulat De Madagascar A Hong Kong
Tel (852) 2587 8223

From: **Tristan Hon** <tristan.hon@gmail.com>
Date: Fri, Aug 12, 2016 at 5:40 AM
To: Neil Bush <nmbush@gmail.com>

Dear Neil

Dr Hui just sent me a text from China. Your 300k payment should be ready next wednesday as he is not in Hong Kong. He cannot sign anything to get the payment through. Regarding the deal I do not have much info yet.

Best Regards,
Tristan Hon
Assistant to Honorary Consul

Consulat De Madagascar A Hong Kong
Tel (852) 2587 8223